



THE UNITED STATES
CORPORATION
COMPANY

S28030

ACCOUNT NO. : 072100000032

REFERENCE : 509125 4306424

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 87.50

FILED
97 AUG 26 PM 3:00
TALLAHASSEE, FLORIDA

ORDER DATE : August 26, 1997

ORDER TIME : 11:08 AM

ORDER NO. : 509125-005

CUSTOMER NO: 4306424

300002277603--0

CUSTOMER: Debra E. Kirschner, Legal Asst
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

Amend

DOMESTIC AMENDMENT FILING

NAME: BAYCARE HEALTH NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

DEPARTMENT OF CORPORATION

97 AUG 26 PM 12:11

*02250, 00544, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: BAYCARE HEALTH NETWORK, INC.
Ref. Number: S28030

We have received your document for BAYCARE HEALTH NETWORK, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00043008

RECEIVED
97 AUG 28 AM 9:08
DIVISION OF CORPORATION

**SECOND ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BAYCARE HEALTH NETWORK, INC.**

FILED
91 AUG 28 PM 3 00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned hereby desires to amend the Articles of Incorporation of Baycare Health Network, Inc., a Florida corporation, as heretofore amended, in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, and hereby states as follows:

I.

The name of the corporation is Baycare Health Network, Inc. (the "Corporation").

II.

(A) Article VI, Section 3 (General Quorum and Voting for Directors) of the Articles of Incorporation shall be amended in its entirety to read as follows:

A quorum of the Board of Directors shall consist of any ten (10) directors; provided however that of the ten (10) directors there must be two (2) directors (Physician or Hospital Directors) from each of five (5) out of the seven (7) Class A and Class B Shareholders present at the meeting to constitute a quorum.

III.

These Second Articles of Amendment to the Articles of Incorporation were duly adopted by the board of directors and shareholders of the Corporation on August 5, 1997 by unanimous written consent.

IN WITNESS WHEREOF, Baycare Health Network, Inc. has caused these Second Articles of Amendment to the Articles of Incorporation to be executed as of the 5th day of August, 1997.

BAYCARE HEALTH NETWORK, INC.

By:  JOHN K. VRETAS
Title: Pres. & CEO